

MEMBER RESOLUTION

A meeting of the Board of Directors, consisting of James Blueweiss, Robert Williams, Mitchell Davis, Jeffrey Roseman (the "Board"), of CBGB Holdings, LLC (the "Company") was scheduled for and took place on June 3, 2010 whereby the foregoing members were present and the following resolution was voted upon and determined:

RESOLVED, that the Board of the Company, in the exercise of their business judgment and in their sole discretion, determined that it be desirable and in the best interest of the Company, its creditors, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et. seq., and that Robert Williams, on behalf of the Board, be and hereby is authorized on behalf of the Company in the Chapter 11 Case, to execute and file all petitions, schedules, lists and other documents and to take such action which he deems necessary and proper in the Chapter 11 Case, including, but not limited to retaining the firm of McBreen & Kopko to act as its Chapter 11 bankruptcy counsel.

Dated: June 10, 2010

By: 

Robert Williams

By: 

James Blueweiss

By: 

Mitchell Davis

By: _____

Jeff Roseman

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Dated: June 10, 2010

By: 

Robert Williams

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James Blueweiss

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